

August 29, 1955

NEW HAMPSHIRE LAW LIBRARY

SEP 22 1998

CONCORD, N.H.

Mr. Thomas A. McCarthy
United States Corporation Company
160 Broadway
New York 38, N. Y.

Dear Mr. McCarthy:

There is no prohibition in our corporation law, Revised Laws of New Hampshire, chapter 274, which requires that the principal place of business of a corporation shall be in the State of New Hampshire. Until the passage of chapter 143 of the Laws of 1953, there was no authority for meetings of the incorporators, or stockholders' meetings, to be held outside the State of New Hampshire. However, chapter 143 of the Laws of 1953 amended section 80 of chapter 274 to permit said outside meetings of stockholders providing, however, that no such meeting, if held outside the State of New Hampshire, shall be valid unless within ten days thereafter there shall be filed with the clerk of the corporation a record of such meeting, sworn to under penalties of perjury by the clerk pro tempore.

Regardless of where the principal office of the corporation is located section 86, chapter 274, does specifically require that the clerk of the corporation must be and continue an inhabitant of this state and keep his office therein. See section 87 of chapter 274 for the requirements relative to the records which you must keep here.

Provided the provisions of sections 86 and 87 are complied with, I see no bar to the principal office of a New Hampshire corporation being situated outside the State of New Hampshire.

Very truly yours,

George F. Nelson
Assistant Attorney General

GFN:L